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GAIN PLUS HOLDINGS LIMITED

德益控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9900)

(1) APPOINTMENT OF EXECUTIVE DIRECTOR; AND (2) CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE

The board (the “**Board**”) of directors (the “**Director(s)**”) of Gain Plus Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 25 February 2021, Mr. Lau Ka Ho (“**Mr. Lau**”) has been appointed as an executive Director and a member of the nomination committee and the remuneration committee.

(1) APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Lau has been appointed as an executive Director with effect from 25 February 2021.

The biographical information of Mr. Lau is set out below:

Mr. Lau, aged 42, obtained his master’s degree of business administration from The University of Iowa in 2010. He further obtained his master’s degree of corporate governance from The Open University of Hong Kong in 2015. Mr. Lau is currently a fellow member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a member of The Hong Kong Institute of Directors.

Mr. Lau has over 15 years of experience in corporate management, corporate finance and corporate secretarial areas. Mr. Lau was previously the deputy chief financial officer and company secretary of Peace Map Holding Limited, a company previously listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), from April 2013 to November 2018. He acted as the company secretary of AVIC International Holding (HK) Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 232) from May 2018 to December 2018. Since December 2018, he has been working with Prosperous Future Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1259), and is currently an executive director and the chief executive officer of the company. Since June 2020, he has been appointed as an independent non-executive director of International Entertainment Corporation, a company listed on the Main Board of the Stock Exchange (Stock Code: 1009).

Save as disclosed in this announcement, Mr. Lau (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the appointment of Mr. Lau, his initial term of service shall be three years commencing from 25 February 2021 and is subject to rotation and re-election pursuant to the Articles of Association of the Company. Mr. Lau shall be entitled to receive a director's fee of HK\$30,000 per month which is determined by the Board with reference to, *inter alia*, his qualifications and experience, duties and responsibilities with the Company, the prevailing market situation and the Company's performance.

Save as disclosed in this announcement, the Board is not aware of any other information in relation to Mr. Lau that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or any other matter that needs to be brought to the attention of the shareholders of the Company in relation to Mr. Lau's appointment.

The Board would like to extend its warmest welcome to Mr. Lau for joining the Board.

(2) CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE

The Board announces that Mr. Lau has been appointed as a member of the nomination committee and the remuneration committee.

By Order of the Board
Gain Plus Holdings Limited
Tsang Chiu Kwan
Chairman

Hong Kong, 25 February 2021

As at the date of this announcement, the executive Directors of the Company are Mr. Tsang Chiu Kwan, Mr. Tsang Man Ping and Mr. Lau Ka Ho and the independent non-executive Directors of the Company are Mr. So Chun Man, Mr. Chen Yeung Tak and Ms. Li Amanda Ching Man.